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ARTICLES OF INCORPORATION

OF

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RODROCK FOUNDATION, INC.

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51 NEW CORPORATION

\$20.00

ARTICLE FIRST

The name of the Corporation is "Rodrock Foundation, Inc.".

ARTICLE SECOND

The address of this Corporation's registered office in this state is 6700 Antioch, Suite 420, P.O. Box 3867, Johnson County, Merriam, Kansas 66203-0867. The name of this Corporation's resident agent at such address is Lewis A. Heaven, Jr.

ARTICLE THIRD

This Corporation is organized NOT FOR PROFIT and is organized and shall be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). In furtherance of its purposes, the Corporation shall perform one or more of the following functions:

Advance education in scientific-related areas.

To further such objects and purposes, the Corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended. Specifically, this Corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Kansas, other states of the United States and elsewhere, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

PROVIDED, HOWEVER, that in all events and under all circumstances and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary by operation of law, the following provision shall apply:

(a) This Corporation shall not have nor exercise any power of authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this Corporation from qualifying (and continuing to qualify) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(b) This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. 2 7

(c) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, or organizer of this Corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this Corporation; and neither the whole nor any portion of the assets or net earnings, current or accumulated of this Corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the distributed to or divided among any such person; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or insure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

1. Upon the dissolution of this Corporation, the governing board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed by the District Court in the county in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE FOURTH

The Corporation will NOT have the authority to issue capital stock, and the conditions of member shall be fixed by the Bylaws.

ARTICLE FIFTH

The Board of Director shall have all powers granted by Kansas law and statutes.

ARTICLE SIX

The term for which the Corporation is to exist is perpetual.

ARTICLE SEVEN

No member of this Corporation shall benefit financially from the dissolution thereof. In the event of the dissolution of this Corporation, the assets of this Corporation shall be distributed as set forth in Article Third hereof.

ARTICLE EIGHTH

Pursuant to K.S.A. 17-6002(b)(8), the members and directors of this Corporation shall not be personally liable for monetary damages for breach of fiduciary duty as a director. This provision does not eliminate or limit the liability of any director for a breach of that director's duty of loyalty to the Corporation or its members, for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law, for violation of provisions of K.S.A. 17-6424 or for any transaction from which the director derived an improper personal benefit.

ARTICLE NINTH

The power to adopt, make, alter, amend, and repeal this Corporation's Bylaws in whole or in part, at any time and from time to time, is hereby vested in the members.

ARTICLE TENTH

The name and address of the incorporator is:

Lewis A. Heaven, Jr.
6700 Antioch, Suite 420
Merriam, Kansas 66204

ARTICLE ELEVENTH

The number of directors may be increased or decreased from time to time by amendment of the Bylaws.

ARTICLE TWELFTH

The name and address of the person who is to serve as director until his successors are elected and qualified is as follows:

Darol E. Rodrock
12647 Hemlock
Overland Park, Kansas 66213

IN TESTIMONY WHEREOF, the above incorporator has subscribed his name this 23 day of December, 1997.


LEWIS A. HEAVEN, JR.

STATE OF KANSAS)
)
COUNTY OF JOHNSON)

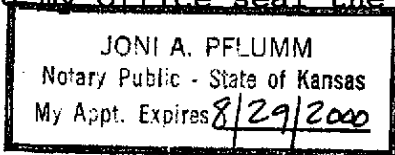
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BE IT REMEMBERED, that on this 23rd day of December 1997, before me, a Notary Public in and for the County and State aforesaid, came LEWIS A. HEAVEN, JR., who is personally known to me to be the same person who executed the foregoing instrument of writing, and such person duly acknowledged the execution of the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my office seal the day and year last above written.



Joni A. Pflumm
NOTARY PUBLIC

My appointment expires:

8/29/2000

KANSAS SECRETARY OF STATE
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